

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

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| APPLICATION OF LOUISVILLE GAS AND |) | |
| ELECTRIC COMPANY FOR AN ORDER AUTHORIZING |) | CASE NO. 90-110 |
| THE ISSUANCE OF COMMON STOCK |) | |

O R D E R

On May 2, 1990, Louisville Gas and Electric Company ("LG&E") filed an application seeking authority to issue and sell to its shareholders up to an additional 500,000 shares of its authorized but unissued Common Stock, without par value, pursuant to its Automatic Dividend Reinvestment and Stock Purchase Plan. These shares are to be sold during 1990 and in subsequent years. The application reflects that the net proceeds from the sale of these securities will be expended for lawful corporate purposes, principally in connection with LG&E's construction program.

The Commission, having considered the evidence of record and being otherwise sufficiently advised, finds that the issuance of the above securities by LG&E is for lawful objects within the corporate purposes of LG&E's utility operations, is necessary and appropriate for and consistent with the proper performance of its service to the public, will not impair its ability to perform that service, and should, therefore, be approved.

IT IS THEREFORE ORDERED that:

1. LG&E be and it hereby is authorized to issue during 1990 and subsequent years up to an additional 500,000 shares of its Common Stock pursuant to its Automatic Dividend Reinvestment and Stock Purchase Plan at prices to be determined according to the formula set forth in the Plan.

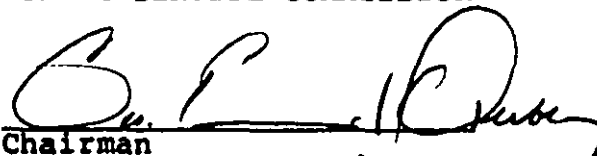
2. LG&E shall, within 30 days after each sale of Common Stock through its Automatic Dividend Reinvestment and Stock Purchase Plan, notify the Commission of the number of shares sold and the price received.

3. The proceeds from the transactions authorized herein shall be used only for the lawful purposes set out in the application.

Nothing contained herein shall be construed as a finding of value for any purpose or as a warranty on the part of the Commonwealth of Kentucky or any agency thereof as to the securities authorized herein.

Done at Frankfort, Kentucky, this 6th day of June, 1990.

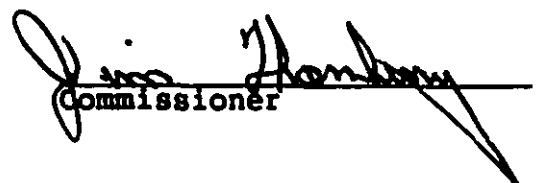
PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman

ATTEST:


Executive Director


Commissioner